

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
TARA RANIERE, NICHOL BODDEN, and
MARK A. VOSBURGH, on behalf of themselves
individually, and on behalf of all similarly-situated
persons,

Plaintiffs,

v.

CITIGROUP INC., CITIBANK, N.A., and
CITIMORTGAGE INC.,

Defendants.
-----X

Civil Action No.
No. 11-cv-2448 (RWS) (AJP)

**DECLARATION OF SCOTT B. GILLY IN OPPOSITION TO DEFENDANTS'
MOTION TO DISMISS OR, IN THE ALTERNATIVE, TO TRANSFER OR STAY**

SCOTT B. GILLY, an attorney duly admitted to practice in the State of New York,
hereby declares the following under penalty of perjury to be true:

1. I am a founding partner of Thompson Wigdor & Gilly LLP, attorneys for Plaintiffs in the above-captioned matter.
2. I respectfully submit this declaration in opposition to Defendants' Motion to Dismiss or, in the Alternative, to Transfer or Stay.
3. Attached hereto as Exhibit 1 is a true and correct copy of Ursula Corgosinno's Notice of Withdrawal of Notice of Consent to Join Corgosinno v. CitiMortgage, Inc. No. 11-60613-CIV-COHN (S.D. Fla. 2011).
4. Attached hereto as Exhibit 2 are true and complete copies of the Notices of Consent to join this action as a plaintiff filed by Allison Singer, David Halasz, David Hind and

Lori Lesser, filed on April 11, 2011, April 25, 2011, April 27, 2011 and April 28, 2011, respectively.

5. Attached hereto as Exhibit 3 is a true and complete copy of the Docket Sheet in Corgosinno v. CitiMortgage, Inc. No. 11-60613-CIV-COHN (S.D. Fla. 2011).

6. Attached hereto as Exhibit 4 are true and complete copies of Plaintiffs' 2005, 2006, and 2007 Compensation Plans.

7. Attached hereto as Exhibit 5 are true and complete copies of Plaintiffs' 2009, 2010, and 2011 Compensation Plans.

8. Attached hereto as Exhibit 6 are true and complete copies of Plaintiffs' W-2 tax forms.

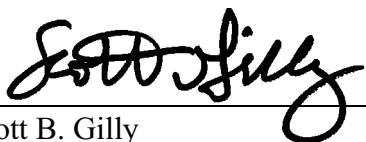
9. Attached hereto as Exhibit 7 are true and complete copies of the Citibank, N.A. business cards for Plaintiffs Tara Raniere, Nichol Bodden, and Allison Singer.

10. Attached hereto as Exhibit 8 are true and complete copies of Defendants' Entity Information Documents from the New York State Department of State Division of Corporations.

11. Attached hereto as Exhibit 9 is a true and complete copy of Defendant Citibank N.A.'s filing history with the U.S. Securities and Exchange Commission displaying Citibank N.A.'s business address in New York, NY.

12. Attached hereto as Exhibit 10 is a true and complete copy of the January 2011 U.S. Employee Handbook of Citigroup Inc. and its subsidiaries and affiliates.

Dated: New York, New York
May 23, 2011



Scott B. Gilly